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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: : Chapter 11
DELPHI CORPORATION, et al., : : Case No. 05-44481 [RDD]
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: :
Debtors. : : Jointly Administered
:
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**JOINT STIPULATION AND AGREED ORDER DISALLOWING AND
EXPUNGING PROOF OF CLAIM NUMBER 13743 AND REDUCING,
RECLASSIFYING AND ALLOWING CLAIM NO. 16318 (OKI AMERICA, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and OKI America, Inc. ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 13743 And Reducing and Allowing Proof Of Claim Number 16318 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 31, 2006, Claimant filed proof of claim number 13743 (the "Original Proof of Claim") against DAS LLC, asserting a claim in the amount of \$2,044,350.59 (the "Original Claim"); and

WHEREAS, on September 14, 2006, Claimant filed proof of claim number 16318 (the "Amended Proof of Claim") against DAS LLC, asserting a claim in the amount of \$2,081,210.59 to include an additional \$36,860 arising from a prepetition cancellation of goods shipments (the "Amended Claim," and collectively with the Original Claim, the "Claims"); and

WHEREAS, Claimant disclosed in the Claims that it was holding \$652,282.73 in unapplied cash ("Unapplied Cash") from DAS LLC thereby leaving \$1,428,927.86 as the net amount for the Amended Claim; and

WHEREAS, on October 31, 2006, the Debtors objected to the Claims pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed.R.Bankr.P. 3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors' Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. § 502(c) (Docket No. 5452) ("Third Omnibus Claims Objection"); and

WHEREAS, on November 22, 2006, Claimant filed a Response to the Third Claims Objection (Docket No. 5732) (the "Response"); and

WHEREAS, the Debtors and Claimant have reconciled all applicable prepetition invoices.

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim, Claimant and DAS LLC have agreed to enter into a settlement agreement (the "Settlement Agreement").

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

WHEREAS, pursuant to the Settlement Agreement, Claimant acknowledges and agrees that the Original Claim shall be disallowed and expunged.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Original Claim shall be disallowed and expunged in its entirety.
2. The Amended Claim shall be allowed as a general unsecured claim against DAS LLC in the amount of \$1,424,736.05.

[signatures concluded on following page]

Dated: New York, New York
May 7, 2008

DELPHI CORPORATION, et al.
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
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Dated: San Francisco, California
May 7, 2008

OKI AMERICA, INC.
By its counsel
THELEN REID BROWN RAYSMAN &
STEINER LLP

By:

/s/ Marcus Colabianchi
MARCUS COLABIANCHI
101 Second Street, Suite 1800
San Francisco, California
(415) 369-8764

SO ORDERED

This 8th day of May, 2008
in New York, New York

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE